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WILMER, CUTLER & PICKERING

2445 M STREET, N. W.

WASHINGTON, D. C. 20037-1420

TELEPHONE (202) 663-6000
FACSIMILE (202) 293-0074.
293-5929, 429-4930, 429-9893
TELEX 440239 WCPI UI,
892402 WICRNG WSH
ABA NET ABA1354
SOURCE WCP001

EUROPEAN OFFICE
4 CARLTON GARDENS
PALL MALL
LONDON SW1Y 5AA, ENGLAND
TELEPHONE 011 (441) 839-4466
FACSIMILE 011 (441) 839-3537
TELEX 8813918 WCP LON

ALLEN H. HARRISON, JR.

DIRECT LINE (202)

663-6093

RECORDATION NO. 13094-K

December 3/, 1991

JAN 2 1992 - 10 20 AM

INTERSTATE COMMERCE COMMISSION

Recordation No. 13094

16.00 filing fee

Dear Mr. Strickland:

On behalf of The Paul Revere Variable Annuity Insurance Company, Account No. 1, The Paul Revere Variable Annuity Insurance Company, Account No. 2, and The Paul Revere Protective Life Insurance Company, ("Lenders") I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, executed counterparts of a secondary document, not previously recorded, entitled Full Release of Security Agreement ("Release").

The executing parties of the enclosed Release are:

The Paul Revere Variable Annuity Insurance Company,
Account No. 1,
The Paul Revere Variable Annuity Insurance Company,
Account No. 2 and
The Paul Revere Protective Life Insurance Company
1275 King Street
Greenwich, Connecticut 06830

The said Release releases and terminates in toto that certain Security Agreement dated as of January 1, 1981, and recorded with the Interstate Commerce Commission May 13, 1981, under Recordation No. 13094-D, and fully releases and discharges all the collateral described therein and should be recorded under the next available letter under Recordation No. 13094 which we believe will be -K.

The equipment covered by the Release are all units identified in the afore-said Security Agreement recorded under Recordation No. 13094-D.

Counterparts - Allen H. Harrison

This one
13094-K

JAN 2 10 24 AM '92
RECEIVED OPERATING UNIT

Mr. Strickland
Page 2
December 23, 1991

A short summary of the Release to appear in the ICC
Index is as follows:

"Complete release of Security Agreement under 13094-D."

Enclosed is a check in the amount of sixteen dollars
(\$16.00) in payment of the filing fee.

Once the filing has been made, please return to bearer
the stamped counterpart(s) of the document not required for
filing purposes, together with the fee receipt, the letter from
the ICC acknowledging the filing, and the two extra copies of
this letter of transmittal.

Very truly yours,

Allen H. Harrison, Jr.
Attorney for Lenders for
the purposes of this filing.

Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20231

Enclosures

AHH/mm

BY HAND

13094-K
RECORDATION NO. 13094-K FILED 185FULL RELEASE
OF
SECURITY AGREEMENT

JAN 2 1992 - 10 30 AM

INTERSTATE COMMERCE COMMISSION

This Full Release of Security Agreement is made as of
December 26th, 1991 by:

The Paul Revere Variable Annuity Insurance Company,
Account No. 1,

The Paul Revere Variable Annuity Insurance Company,
Account No. 2,

and

The Paul Revere Protective Life Insurance Company,
Lenders ("Lenders").

WITNESSETH:

WHEREAS, Lenders did enter into that certain Security Agreement ("Security Agreement") dated as of January 1, 1981 with Mercantile Texas Capital Corporation ("Vendee"), whereby Lenders did make a loan to Vendee secured by, among other things, certain tank cars designated and identified in the Security Agreement, and

WHEREAS, the Security Agreement was recorded with the Interstate Commerce Commission ("ICC") on May 13, 1981 under Recordation No. 13094-D, and

WHEREAS, by that certain Assignment Agreement ("Assignment") dated as of January 1, 1981 and recorded with the ICC under Recordation No. 13094-E, Vendee did assign, among other things, to Lenders a security interest in that certain Restated Lease of Railroad Equipment ("Lease") dated as of January 1, 1981 from Vendee, as Lessor, to Martin Gas Sales, Inc., as Lessee, which was recorded with the ICC under Recordation No. 13094-C, and


WHEREAS, the obligations secured by the Security Agreement have been fully satisfied and discharged;

NOW, THEREFORE, for good and valuable consideration, the sufficiency and receipt of which is acknowledged, intending to be legally bound, and recognizing the need to release and terminate in toto, officially of record in the files of the ICC, the Security Agreement and security interest created in the Lease by the Assignment, Lenders do hereby fully release and terminate


in toto the Security Agreement and the security interest in the Lease and fully release and discharge all the collateral described therein.

IN WITNESS WHEREOF, Lenders have caused this Full Release of Security Agreement to be executed in their names, each by an officer thereof duly authorized, all as of the date hereinabove first written.

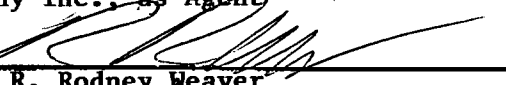
The Paul Revere Variable Annuity Insurance
Company, Account No. 1 By Textron Investment
Management Company Inc., as Agent

By: 
Name: R. Rodney Weaver
Title: Vice President

The Paul Revere Variable Annuity Insurance
Company, Account No. 2 By Textron Investment
Management Company Inc., as Agent

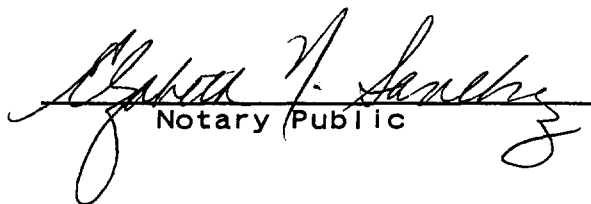
By: 
Name: R. Rodney Weaver
Title: Vice President

The Paul Revere Protective Life Insurance
Company By Textron Investment Management
Company Inc., as Agent

By: 
Name: R. Rodney Weaver
Title: Vice President

STATE OF RHODE ISLAND)
) SS:
COUNTY OF PROVIDENCE)

On the 21st day of December 1991, before me personally appeared the within named R. Rodney Weaver, to me personally known, who, being by me duly sworn, says that he is the Vice President of Textron Investment Management Company Inc., as Agent for The Paul Revere Variable Annuity Insurance Company, Account No. 1 ("PR1"), that he is duly authorized to execute the foregoing instrument on behalf of PR1 and that the said instrument was signed on behalf of the said PR1 by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of the said PR1.


Notary Public

[Notary Seal]

My Commission expires ELIZABETH N. SANCHEZ, Notary Public
My Commission Expires July 4, 1993

STATE OF RHODE ISLAND)

) SS:

COUNTY OF PROVIDENCE)

Christina V. Sanchez
Notary Public

[Notary Seal]

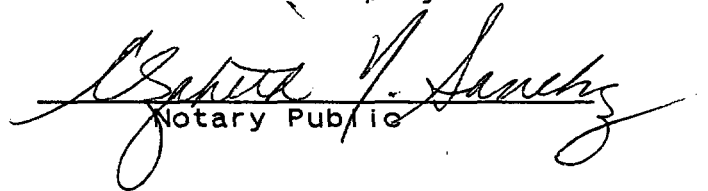
My Commission expires

ELIZABETH N. SANCHEZ, Notary Public

My Commission Expires July 4, 1993

STATE OF RHODE ISLAND)
) SS:
COUNTY OF PROVIDENCE)

On the 26th day of December 1991, before me personally appeared the within named R. Rodney Weaver, to me personally known, who, being by me duly sworn, says that he is the Vice President of Textron Investment Management Company Inc., as Agent for The Paul Revere Protective Life Insurance Company ("Company"), that he is duly authorized to execute the foregoing instrument on behalf of Company and that the said instrument was signed on behalf of the said Company by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.


Notary Public

[Notary Seal]

ELIZABETH N. SANCHEZ, Notary Public

My Commission expires My Commission Expires July 4, 1993

CERTIFICATE

I, Frederick K. Butler, Assistant Secretary of The Paul Revere Protective Life Insurance Company, a Massachusetts corporation ("Paul Revere"), and Secretary of Textron Investment Management Company Inc., a Delaware corporation ("TIMCO"), hereby certify that:

(i) TIMCO is a registered investment adviser under the Investment Adviser's Act of 1940, and has full discretionary power and authority to manage the investments of Paul Revere.

(ii) Attached hereto as Annex 1 is a true and correct copy of the Power of Attorney of Paul Revere, authorizing TIMCO and its President and any Vice President-Investments to execute and deliver, as Paul Revere's attorney and agent, all instruments and documents relating to the management of the investments of Paul Revere and that such Power of Attorney is in full force and effect on and as of the date hereof, not having been in any way amended, altered or repealed.

(iii) R. Rodney Weaver, is a duly appointed Vice President of TIMCO.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the respective companies this 20th day of December, 1991.

(SEAL)

THE PAUL REVERE PROTECTIVE LIFE
INSURANCE COMPANY

By


Assistant Secretary

TEXTRON INVESTMENT MANAGEMENT COMPANY
INC.

(SEAL)

By


Secretary

POWER OF ATTORNEY

The undersigned, The Paul Revere Protective Life Insurance Company (the "Company"), a Delaware corporation, does hereby constitute and appoint Textron Investment Management Company Inc. ("TIMCO") and its President and any Vice President-Investment, and each of them, with full powers of substitution, its true and lawful attorneys and agents to do or cause to be done any and all acts and things and to execute and deliver any and all instruments and documents which said attorneys and agents, or any of them, may deem necessary or advisable in connection with the management of the investment and reinvestment of certain funds of the Company placed under management of TIMCO from time to time in accordance with and subject to the terms and conditions of that certain Investment Management Agreement, dated as of January 1, 1986, including specifically, but without limitation, power and authority to sign on behalf of the Company any and all instruments or documents or other writings in connection with the management, investment or reinvestment of such funds.

IN WITNESS WHEREOF, the Company has caused this Power of Attorney to be executed and delivered in its name and on its behalf by the undersigned duly authorized officer and its corporate seal affixed this 19th day of May, 1988.

THE PAUL REVERE PROTECTIVE LIFE
INSURANCE COMPANY

By

R L Yates

Attest:

Michelle L. Yates

CERTIFICATE

I, Frederick K. Butler, Assistant Secretary of The Paul Revere Variable Annuity Insurance Company, a Massachusetts corporation ("Paul Revere"), and Secretary of Textron Investment Management Company Inc., a Delaware corporation ("TIMCO"), hereby certify that:

(I) TIMCO is a registered investment adviser under the Investment Adviser's Act of 1940, and has full discretionary power and authority to manage the investments of Paul Revere.

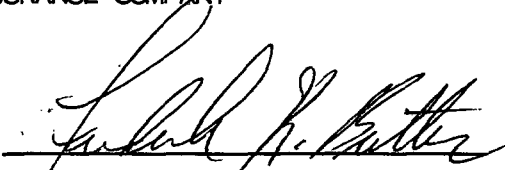
(II) Attached hereto as Annex 1 is a true and correct copy of the Power of Attorney of Paul Revere, authorizing TIMCO and its President and any Vice President-Investments to execute and deliver, as Paul Revere's attorney and agent, all instruments and documents relating to the management of the investments of Paul Revere and that such Power of Attorney is in full force and effect on and as of the date hereof, not having been in any way amended, altered or repealed.

(III) R. Rodney Weaver, is a duly appointed Vice President of TIMCO.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the respective companies this 26th day of December 1991.

THE PAUL REVERE VARIABLE ANNUITY
INSURANCE COMPANY

By


Assistant Secretary

TEXTRON INVESTMENT MANAGEMENT COMPANY
INC.

By


Secretary

(SEAL)

(SEAL)

[Faint handwritten signature]

[Faint handwritten signature]



[Faint handwritten text]

POWER OF ATTORNEY

The undersigned, The Paul Revere Variable Annuity Insurance Company (the "Company"), a Massachusetts corporation, does hereby constitute and appoint Textron Investment Management Company Inc. ("TIMCO") and its President and any Vice President-Investment, and each of them, with full powers of substitution, its true and lawful attorneys and agents to do or cause to be done any and all acts and things and to execute and deliver any and all instruments and documents which said attorneys and agents, or any of them, may deem necessary or advisable in connection with the management of the investment and reinvestment of certain funds of the Company placed under management of TIMCO from time to time in accordance with and subject to the terms and conditions of that certain Investment Management Agreement, dated as of January 1, 1986, including specifically, but without limitation, power and authority to sign on behalf of the Company any and all instruments or documents or other writings in connection with the management, investment or reinvestment of such funds.

IN WITNESS WHEREOF, the Company has caused this Power of Attorney to be executed and delivered in its name and on its behalf by the undersigned duly authorized officer and its corporate seal affixed this 19th day of May, 1988.

THE PAUL REVERE VARIABLE ANNUITY
INSURANCE COMPANY

By R L Yates

Attest:

Michelle S. Gatto